



Chapter Bylaws

ARTICLE I – TITLE

The name of this chapter shall be Northern Arizona Chapter 5, Arizona Nurses Association, Inc. (the “Chapter”). The Chapter shall comprise such territory or specialty as the Board of Directors for the Arizona Nurses Association (AzNA) shall authorize.

ARTICLE II – DEFINITION, PURPOSE, FUNCTION AND DUTIES

SECTION 1. DEFINITION

A “chapter” is defined as a group of registered nurses who are members of AzNA, whose bylaws are in accordance with the bylaws of AzNA and have been approved by the majority vote of the board of directors (board) of AzNA and has been recognized as a chapter of AzNA.

SECTION 2. PURPOSE

The purpose of the Chapter shall be to:

- a) to foster high standards of nursing practice in Arizona,
- b) to promote the professional and educational advancement of registered nurses in Arizona.

SECTION 3. FUNCTIONS

The Functions of AzNA chapters shall align with the functions of AzNA:

- a) to promote through appropriate means standards of nursing practice, education and nursing services as defined by AzNA and the American Nurses Association (ANA),
- b) to promote and protect the general welfare of registered nurses,
- c) to provide for the continuing professional development for registered nurses,
- d) to align with AzNA’s public policy agenda and participate in in AzNA’s representation of registered nurses with allied professional, community and governmental groups and with the public,
- e) to assume an active role as a healthcare consumer advocate,
- f) to promote relationships with Student Nurses Association of Arizona (SNAAz),
- g) to promote nursing as a career,
- h) to maintain communication with members through official chapter publication.

SECTION 4. DUTIES

It shall be the duty of each chapter of AzNA:

- a) to adopt and abide by Chapter bylaws that are in accordance with the bylaws of AzNA.
These bylaws shall be reviewed and updated periodically as defined by AzNA policy,

- b) to enter into and abide by an AzNA chapter agreement. These agreements shall be reviewed periodically as defined by AzNA policy,
- c) to abide by all Chapter Policies adopted by the AzNA Board of Directors,
- d) to send to the secretary of AzNA, the names and addresses of all officers and other members of the board of directors of the chapter immediately following their election or appointment,
- e) to suggest names of candidates for AzNA ballot and to send the names of these members with contact information to the Nominations Committee,
- f) to submit a full financial report from previous calendar year and budget for current year to AzNA Treasurer annually by January 31.

ARTICLE III – MEMBERSHIP, TRANSFER AND DUES

SECTION 1. MEMBERSHIP

Membership of the Chapter is limited to nurses holding current membership in AzNA and ANA who satisfy the territorial or specialty requirements of the Chapter.

SECTION 2. TRANSFER OF MEMBERSHIP

Members may transfer Chapter membership by contacting ANA.

SECTION 3. DUES

A standardized Chapter Income and Expense Model will be overseen by the AzNA Board of Directors in conjunction with the Chapter Finance Committee. This model will be reviewed periodically as defined by AzNA policy.

ARTICLE IV – CHAPTER BOARD OF DIRECTORS

SECTION 1. DEFINITION

The board is composed of the officers and at-large members elected as set forth in these Bylaws.

SECTION 2. COMPOSITION

- a) The Board of Directors shall be composed of four elected officers: president, vice president, secretary, treasurer (Executive Committee), and up to four (4) elected directors-at-large.
- b) To serve on the board, a person shall:
 - 1. hold current membership in ANA, AzNA and the Chapter, and
 - 2. not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA, AzNA or the Chapter.

SECTION 3: AUTHORITY

The board shall have the authority to conduct the business of the Chapter in a manner that aligns with the duties and powers of these bylaws and AzNA bylaws and policies.

SECTION 4: ACCOUNTABILITY

The chapter board shall report and be accountable to AzNA and the chapter membership.

SECTION 5. TERM OF OFFICE

- a) The President and Secretary and up to two (2) Directors-at-large shall be elected on the odd years; and the Vice President and Treasurer and up to two (2) Directors shall be elected in the even number years. They shall continue for two (2) years or until their successors are elected.
- b) Term of office shall commence upon the announcement of the election results with a start date of January 1.
- c) No board member shall serve more than two (2) consecutive terms in the same office and no more than eight (8) consecutive years on the board (in any role).
- d) Any board member who has served twelve (12) months or more shall be considered to have served a full term.
- e) Unexcused absence of a member of the Chapter Board of Directors from two (2) consecutively scheduled meetings within a fiscal year may result in the removal of the director from office at the discretion of the board.
- f) Each board member shall surrender all chapter property to the newly elected successor at least two (2) weeks before the next board meeting.

SECTION 6. VACANCIES

- a) If a vacancy occurs in the office of President, the Vice President shall become President for the remainder of the term.
- b) Except as otherwise provided in these Bylaws, all other vacancies on the board shall be filled by board appointments.

SECTION 7. FUNCTIONS OF OFFICERS

- a) The President shall:
 - 1. preside at all chapter meetings and conduct them by formal order of business,
 - 2. chair the Executive Committee,
 - 3. serve as official representative of the chapter or as its spokesperson on chapter matters.
- b) The Vice President shall:
 - 1. assist the president and assume all duties of the President, in the President's absence,
 - 2. perform other duties as assigned.
- c) The Secretary shall:
 - 1. be responsible for minutes of board and membership meetings,
 - 2. notify members of regular and special meetings of the membership,
 - 3. liaison to the Nominations Committee,
 - 4. perform other duties as assigned.
- d) The Treasurer shall:
 - 1. be responsible for the financial affairs of the Chapter,
 - 2. shall provide financial reports to the chapter board, the chapter members and the AzNA treasurer per chapter/AzNA agreement,
 - 3. have a seat on the AzNA Finance Committee,
 - 4. perform other duties as assigned.
- e) The Directors-at-Large shall:

1. oversee special focus areas or topics as assigned.
- f) Hold a minimum of four (4) board meetings a year; however, special meetings may be called at the discretion of the Board and requires a minimum of four (4) board members, one who must be the President or Vice President.

SECTION 8. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the officers. They shall have all the power of the Board to transact business of an urgent nature between Board/Membership meetings and such transactions shall be reported and ratified at the next regular Board/Membership meeting.

SECTION 9: NON-VOTING MEMBERS

The immediate past president shall be an ex-officio non-voting member of the board of directors.

ARTICLE V – NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS

- a) Nominations Committee will be appointed by the board. The Chapter secretary is the liaison to the Nominations Committee.
- b) Chapter members shall submit a consent to serve form for an elective office before the final slate is prepared.
- c) Committee will prepare the slate of nominations for officers and at-large board members and such slate shall be submitted to the membership for election.

SECTION 2. ELECTIONS

- a) Each member in good standing of AzNA shall be entitled to secret vote in their chapter's elections. A Member shall not be in good standing unless all the dues for such member have been received by AzNA at least forty-five (45) days prior to the start date of the vote.
- b) Once a member's vote has been cast, the member may not be permitted to change or revoke his or her vote.
- c) Voting will occur via an electronic secret ballot. The election period will run for 14 days.
- d) The candidate receiving a plurality of the votes cast by those entitled to vote for such office shall be elected to the office. In case of a tie, the choice shall be determined by lot.

SECTION 3. CHALLENGES

Any challenges to the election must be filed with the chapter secretary within seven (7) days after the announcement of the election results.

SECTION 4. REMOVAL OF ELECTED OFFICIALS

Any elected official may be removed by the AzNA Board of Directors or by a vote of the members whenever such action is deemed to be in the best interest of AzNA or the Chapter. An election for removal of an elected official by the Chapter membership shall be held when called for by a majority vote of the board, or upon written request of a majority of members of the Chapter. Removal of an elected official by the member of the Chapter requires two-thirds (2/3) vote of those members voting at the special election. The AzNA

Board of Directors will collaborate with remaining Chapter Board of Director members to fill the vacancy resulting from the removal of an elected official.

ARTICLE VI – MEETINGS

SECTION 1. FREQUENCY

The chapter shall hold a membership meeting at least annually.

SECTION 2. SPECIAL MEETINGS

A special chapter meeting may be requested by the board or upon written request of a majority of chapter members. All special meetings will be called by the President or Vice President of the board.

SECTION 3. NOTICE OF MEETING

Notice of membership meetings shall be sent not more than sixty (60) days before the meeting and not less than ten (10) days prior.

SECTION 4. VOTING BODY

The voting body of all regular and special meetings of chapters shall consist of all members in good standing who are in attendance.

ARTICLE VII – AD-HOC COMMITTEES

SECTION 1. DEFINITION

There shall be such Ad-Hoc committees as are appointed by the board from time to time.

SECTION 2. COMPOSITION

Appointed committees shall consist of at least three (3) members. Members shall be considered based on their expertise and competence relative to the area of focus.

SECTION 3. ACCOUNTABILITY

Ad-Hoc committees shall be accountable to the chapter board. The board president will designate a board member as committee chair.

ARTICLE VIII – QUORUM

SECTION 1. BOARD OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

SECTION 2. MEMBERSHIP

The number of members present at any membership meeting shall constitute a quorum at any meeting of the membership.

SECTION 3. EXECUTIVE COMMITTEE

A majority of the Executive Committee shall constitute a quorum at any meeting of the Executive committee.

ARTICLE X – OFFICIAL MODE OF COMMUNICATION

A quarterly chapter update shall be sent to the membership electronically.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, Newly Revised, shall govern meetings of this Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by (i) the AzNA Board of Directors; or (ii) by the members of the Chapter at any regular or special meeting by a two-thirds (2/3) vote of the members present and voting, provided the proposed amendments have been sent to all members at least two (2) weeks prior to the meeting and such proposed amendments have been previously approved in writing by AzNA.

ARTICLE XIII – DISSOLUTION OF CHAPTER

All property of the Chapter and any funds remaining in the Chapter account when the Chapter is dissolved will be distributed to the Arizona Nurses Association within 90 days.